

# HELM

**FINANCIAL CORPORATION**

One Embarcadero Center • San Francisco, CA 94111

415/398-4510

FAX 415/398-4816

VIA AIR COURIER

April 14, 1997

Mr. Vernon Williams  
Secretary  
Surface Transportation Board  
1925 K Street, N.W.  
Washington, D.C. 20423-0001

RECORDATION No. 19923-B

Filed pursuant to the

RE: Termination of Lease of Railroad Equipment dated as of March 20, 1997  
("Termination of Lease") by Helm-Atlantic Associates Limited  
Partnership.

Dear Mr. Williams:

On behalf of Helm-Atlantic Associates Limited Partnership, I submit for  
filing and recording, under 49 U.S.C. Section 11303(a) and the regulations  
promulgated thereunder the following document:

Two (2) fully-executed originals of the above-referenced Termination  
of Lease by Helm-Atlantic Associates Limited Partnership.

In connection with the recording of the Termination of Lease, please note  
the following information:

Name and Address of Lessor:

Helm-Atlantic Associates  
Limited Partnership  
c/o Helm Atlantic Corporation  
One Embarcadero Center, Suite 3700  
San Francisco, CA 94111

Name and Address of Lessee:

Union Pacific Railroad Company  
1416 Dodge Street, Room 900  
Omaha, NE 68179

Equipment:

Eighteen (18) locomotives (See attached  
Schedule A to the Termination of Lease  
for reporting mark and numbers.)

Previous ICC Filing:

Memorandum of Locomotive Lease Agreement  
filed on February 7, 1996 under  
Recordation No. 19923.

Please file the Termination of Lease as a supplementary document and return  
one (1) endorsed original to my attention. A check covering the filing fee  
of \$24.00 is enclosed.

Sincerely,

*P. Hapin*  
Patrick Hapin  
Document Administrator

/ph  
Enclosures (2)

RECEIVED  
SURFACE TRANSPORTATION  
BOARD  
APR 15 10:45 AM '97

19923 B  
APR 15 '97 10-45 AM

TERMINATION OF LEASE

THIS TERMINATION OF LEASE OF RAILROAD EQUIPMENT ("Termination") is made as of March 20, 1997 by HELM-ATLANTIC ASSOCIATES LIMITED PARTNERSHIP, a Delaware limited partnership ("Lessor").

1. **Recitals.** Lessor entered into the Schedule No. 3 dated as of December 6, 1995, as amended by Amendment No. 1 dated as of April 12, 1996, to that certain Lease of Railroad Equipment dated as of January 3, 1995 (the "**Lease**") with Union Pacific Railroad Company, a Utah corporation, with respect to the eighteen (18) railcars described in Schedule A attached hereto. The Lease is on file at the Surface Transportation Board of the Department of Transportation ("**STB**") under STB Recordation Number 19923 filed on February 7, 1996 at 2:45 p.m.

The Lease was terminated on April 30, 1996. The purpose of this Termination of Lease is to provide a formal termination document for filing with the STB.

2. **Termination.** The Lease is hereby formally terminated.

IN WITNESS WHEREOF, Lessor, pursuant to due corporate authority, has caused this Termination of Lease to be signed in its corporate name on the date indicated below its signature.

HELM-ATLANTIC ASSOCIATES LIMITED PARTNERSHIP

By: Helm Atlantic Corporation  
its General Partner

By: 

Title: President

Date: 3/24/97

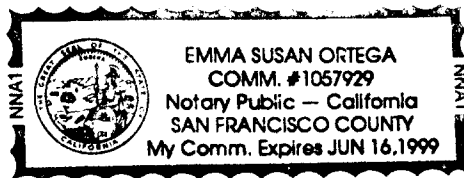
STATE OF CALIFORNIA                    )  
  ) S.S.  
COUNTY OF SAN FRANCISCO            )

On March 24, 1997, before me, Emma S. Ortega - Notary Public  
personally appeared David R. Eckles, President of HELM ATLANTIC  
CORPORATION,

✓ personally known to me -OR-

       proved to me on the basis of satisfactory evidence to be the person(s)  
whose name(s) is/are subscribed to the within instrument and  
acknowledged to me that he/she/they executed the same in his/her/their  
authorized capacity(ies), and that by his/her/their signature(s) on  
the instrument the person(s), or the entity upon behalf of which the  
person(s) acted, executed the instrument.

Witness my hand and official seal.



Emma Susan Ortega  
SIGNATURE OF THE NOTARY

## SCHEDULE A

### Equipment Description:

Eighteen (18), 3000 horse power locomotives built by EMD during 1966-1974.

### Units' Reporting

#### Mark & Number :

#### Type:

HATX 801	GP40-3
HATX 802	GP40-3
HATX 803	GP40-3
HATX 400-410	GP40
HATX 415	GP40
HATX 418	GP40
HATX 420	GP40
HATX 750	SD40-2